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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND THE KANSAS DEPARTMENT OF HEALTH
AND ENVIRONMENT COMPROMISING AND ALLOWING
PROOF OF CLAIM NUMBER 2533

(KANSAS DEPARTMENT OF HEALTH AND ENVIRONMENT)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and the Kansas Department of Health and Environment ("KDHE") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And The Kansas Department Of Health And Environment Compromising And Allowing Proof Of Claim Number 2533 (Kansas Department Of Health And Environment) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on or about April 5, 2006, KDHE filed proof of claim number 2533 against Delphi asserting an unsecured non-priority claim in the amount of \$352,642.73 (the "Claim"). The Claim seeks recovery of oversight costs and natural resource damages associated with three sites: the former Delco Battery Plant site located at 400 West Dennis Avenue in Olathe, Kansas; the Mill Creek Site located in Olathe, Kansas; and the Willie Street Battery Disposal Site located in Olathe, Kansas.

WHEREAS, on October 31, 2006, the Debtors objected to the Claim as part of the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent and Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, KDHE filed the Response to Objection to Claim (Docket No. 5898) (the "Response")

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, without admitting any liability whatsoever, the Reorganized Debtors and KDHE wish to resolve the Claim and the Third Omnibus Claims Objection with respect to the Claim without further litigation by entering into this Stipulation pursuant to which the Reorganized Debtors and KDHE agree that the Claim should be allowed as a general unsecured non-priority claim in the amount of \$200,000.00 against DPH Holdings Corp.

NOW, THEREFORE, the Reorganized Debtors and KDHE stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$200,000.00 and shall be treated as an allowed general unsecured non-priority claim against DPH Holdings Corp. in accordance with the terms of the Modified Plan.

2. The Response is hereby deemed withdrawn with prejudice.

3. Nothing herein shall be construed as an admission of liability to any portion of the Claim on behalf of the Debtors or the Reorganized Debtors.

4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 2nd day of September, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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